

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS

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IN RE WALGREEN CO. STOCKHOLDER  
LITIGATION

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Civil Action No. 1:14-cv-09786

**DECLARATION OF GUSTAVO F. BRUCKNER ON BEHALF OF POMERANTZ LLP  
IN SUPPORT OF PRELIMINARY APPROVAL OF THE PARTIES' SETTLEMENT**

I, GUSTAVO F. BRUCKNER, declare:

1. I am an attorney licensed to practice in the State of New York. I am a partner with Pomerantz LLP, one of the counsel of record for Plaintiff James Hays and the putative Settlement Class in the Action. The resume of Pomerantz LLP, with the background of the firm and its partners and associates, is attached hereto as Exhibit A.

2. I have personal knowledge of the facts set forth herein and if called as a witness could and would testify competently to these facts under oath.

3. I am submitting this declaration in support of Preliminary Approval of the Parties' Settlement.

4. My firm has actively engaged in the prosecution of this litigation on behalf of Plaintiffs<sup>1</sup> and the Settlement Class, and has performed, *inter alia*, the following tasks: (i) pre-filing research and investigation of potential claims related to the completion of the Step 2 Acquisition and Reorganization by Walgreen Co. ("Walgreen" or the "Company") in connection with its purchase of the remainder of Alliance Boots GmbH ("Alliance Boots"); (ii) drafting and filing the putative class action complaint captioned *Hays v. Walgreen Co., et al.* No. 1:14-cv-

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the same meaning as the Stipulation of Settlement executed by the parties in the above-captioned action on July 2, 2015.

09786, in the United States District Court for the Northern District of Illinois; (iii) participating in the drafting and editing of motions and supporting memoranda; (iv) participating in discovery, including the review and analysis of Defendants' document productions and conducting an interview of Walgreens Divisional Vice President of Merger and Acquisitions; (v) attending all hearings and coordinating court filings; (vi) participating in drafting and editing of the Stipulation of Settlement and all settlement papers; (vii) participating in strategy conferences with co-counsel; and (viii) communicating with Plaintiffs concerning all stages of the litigation and settlement. All of the work described was necessary to fulfill my firm's obligation to represent Plaintiffs and the Settlement Class zealously and competently.

5. The time spent by my firm's partners, attorneys and professional support staff on this litigation is detailed as follows:

<i>NAME</i>	<i>TITLE</i>	<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Gustavo F. Bruckner	Partner	31.20	\$805.00	\$25,116.00
Samuel J. Adams	Associate	3.20	\$440.00	\$1,408.00
Ofer Ganot	Associate	118.30	\$410.00	\$48,503.00
Louis C. Ludwig	Associate	0.70	\$535.00	\$374.50
Mark Goldstein	Associate	3.10	\$360.00	\$1,116.00
Anna Manalaysay	Associate	1.5	\$300.00	\$450.00
Ryan McNagny	Paralegal	6.8	\$175.00	\$1,190.00
<b><i>TOTAL</i></b>		<b><i>164.80</i></b>		<b><i>\$78,157.50</i></b>

6. The lodestar calculation above is based on my firm's hourly billing rates, and was prepared from contemporaneous time records regularly prepared and maintained by my firm. The hourly rates for my firm's partners, attorneys and professional support staff are the usual and customary hourly rates charged for their services in similar litigation. In my opinion, all of the

time included in Pomerantz LLP lodestar was reasonably and necessarily expended. Time expended in preparing declaration has not been included in this request. Below is a chart setting forth each of the attorneys from my firm who worked on the captioned matter and the hours expended by each attorney in connection with the Action:

<b>Name</b>	<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>	<b>Total</b>
Gustavo F. Bruckner	19.3	3.8	6.1	2	<b>31.2</b>
Samuel J. Adams		3.2			<b>3.2</b>
Ofer Ganot	16.1	44.1	34.9	23.2	<b>118.3</b>
Louis C. Ludwig	0.7				<b>0.7</b>
Mark Goldstein	3.1				<b>3.1</b>
Anna Manalaysay	0.5			1	<b>1.5</b>
Ryan McNagny				6.8	<b>6.8</b>
<b>TOTAL</b>					<b>164.8</b>

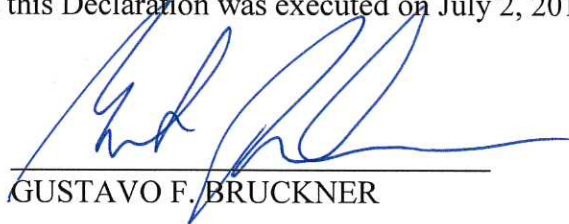
<b><u>Categories:</u></b>	
<b>A:</b>	Pre-Suit Investigation; Legal Strategy and Factual Investigation, including Analysis of Claims and Consultations with Expert; Preparation of Pleadings
<b>B:</b>	Motion Practice, including Expedition and Injunction
<b>C:</b>	Discovery, including Document Requests, Responses, Document Review, and Depositions.
<b>D:</b>	Settlement Negotiations; Settlement Documents; Court Approval of Settlement

7. My firm expended a total of \$2,590.38 in unreimbursed expenses in connection with the prosecution of this litigation. These expenses are detailed as follows:

<i><b>EXPENSE CATEGORY</b></i>	<i><b>AMOUNT</b></i>
Postage	\$12.52
Travel & Hotel	\$1,426.29
Filing fees	\$720.00
Meals	\$33.66
Computer research	\$397.91
<b>TOTAL</b>	<b>\$2,590.38</b>

8. Expense items are billed separately and are not duplicated in my firm's lodestar. The expenses my firm incurred in litigating this action are reflected in the books and records of my firm. These books and records are prepared from expense vouchers, receipts, check records and other source materials and accurately reflect the expenses incurred.

I declare under penalty of perjury under the laws of the States of Illinois and New York that the foregoing is true and correct and that this Declaration was executed on July 2, 2015.



GUSTAVO F. BRUCKNER